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## **SAM WOO HOLDINGS LIMITED**

**三和集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2322)**

### **TERMINATION OF PLACING OF NEW SHARES**

Due to the recent stock market conditions, the Company and the Placing Agent have agreed to terminate the Placing Agreements on 3 June 2011 (after trading hours).

The Board considers that the termination of the Placing Agreements will not have any material adverse impact on the existing business and financial position of the Group. The Company will make further announcement if any alternative fund raising exercise materializes.

Reference is made to the announcement of Sam Woo Holdings Limited (the “**Company**”) dated 17 May 2011 relating to the proposed placing of new shares of the Company (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meaning as defined in the Announcement unless the context requires otherwise.

On 17 May 2011, the Company and the Placing Agent entered into the Placing Agreements pursuant to which the Company has conditionally agreed to place, through the Placing Agent (i) under the Tranche I Placing on a best effort basis a maximum of 604,000,000 Placing Shares to independent investors at a price of HK\$0.175 per Placing Share and (ii) under the Tranche II Placing on a best effort basis a maximum of 906,000,000 Placing Shares to independent investors at a price of HK\$0.175 per Placing Share. Due to the recent stock market conditions, the Company and the Placing Agent have agreed and entered into the letters of termination (“**Letters of Termination**”) to terminate the Placing Agreements on 3 June 2011 (after trading hours). Pursuant to the Letters of Termination, the Placing Agent shall be released from all obligations under the Placing Agreements and neither the Company nor the Placing Agent shall have any claim against the other in respect of the Placings.

\* *For identification purpose only*

The Board considers that the termination of the Placing Agreements will not have any material adverse impact on the existing business and financial position of the Group. The Company will make further announcement if any alternative fund raising exercise materializes.

For and on behalf of the Board of  
**Sam Woo Holdings Limited**  
**Zheng Juhua**  
*Chairman*

Hong Kong, 3 June 2011

*As at the date of this announcement, the executive Directors are Ms. Zheng Juhua, Mr. Lau Chun Ming and Mr. Chan Sun Kwong; the independent non-executive Directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.*